



Guidance on Registration in the AIFC

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Introduction

This document has been written to guide potential Applicants through the process of registration of Companies and Partnerships in the AIFC, however, excludes the process, requirements and fees for incorporating special types of companies namely:

- Special Purpose Company;
- Protected Cell Company;
- Open Ended Investment Company;
- Closed Ended Investment Company.

The document gives a comprehensive step-by-step guide to the practicalities of setting up business in the AIFC, providing greater understanding of what is required from the potential registrants and highlighting some of the issues to be aware of.

The Office of the Registrar of Companies will ensure that the process of registration is as easy and as seamless as possible.

Formation of legal entity in AIFC

To become an AIFC Participant an applicant may

- Incorporate a new entity in the AIFC;
- Register a Foreign Company/Partnership incorporated in any jurisdiction other than in the AIFC as a Recognised Company or Recognised Partnership; or
- Redomicile legal entity incorporated in another jurisdiction.

Non - regulated Business

If the Company/Partnership is engaged in non-regulated activities (all other activities not included in Regulated/ASP/Market/Fintech Lab are Non-regulated activities) the authorisation process is not required, and applicants can immediately proceed to the registration process. They may contact AIFC Business Connect Ltd., team who will provide initial assistance to the applicants.

Regulated Business

If the Company/Partnership is engaged in regulated activities, it must apply for the appropriate licenses. To know more about the types of the regulated activities please visit the [website](#).

The AIFC Business Connect Ltd. team will request certain information and documents that will help them assess the customer's eligibility to be registered and conduct business in the AIFC. These include the company's business plan and proposed management team and other information or document that they see fit.

Legal entity name

Choosing a legal entity name

1. Choosing a name of the legal entity:

Before applying for the incorporation, it is very important to consider name of the legal entity, which must be in accordance with the AIFC Legal Acts referred to each organizational-legal form:

General requirements for all legal entities:

1. the name must not include words that may suggest a relationship with the AIFCA, AFSA or any other governmental authority in the AIFC, Astana or the Republic of Kazakhstan, unless the relevant authority has consented in Writing to the use of the name;
2. the name must use letters of the English alphabet, numerals or other characters acceptable to the Registrar of Companies;
3. the name must not include any of the following words unless the AFSA has consented in Writing to their use: the word 'bank', 'insurance' or 'trust'; words that suggest that the Company (or proposed Company) is a bank, insurance company or trust company; words that suggest in some other way that it is authorised to conduct Financial Services in the AIFC;
4. the name must not include words that may suggest a connection with, or the patronage of, any Person or organisation, unless the Person or organisation has consented in Writing;
5. a legal entity must not use a name that, because of any fact, matter or circumstance, is, or is reasonably likely to become, misleading, deceptive or conflicting with another name (including an existing name of another legal entity or Recognised legal entity).

Private Company; Public Company

A Private Company must use only the name of the Company entered in the Register, and must ensure that, whenever it uses that name, the name is immediately followed by the word 'Limited' or the abbreviation 'Ltd.'

A Public Company must use only the name of the Company entered in the Register and must ensure that, whenever it uses that name, the name is immediately followed by the words 'Public Limited Company' or the abbreviation 'PLC' or 'plc'.

General Partnership, Limited Partnership, Limited Liability Partnership

Name of the General Partnership must end with the word 'Partnership' or 'and Partners' or '& Co.'

Name of the Limited Partnership must end with the words 'Limited Partnership' or the abbreviation 'LP'.

Name of the Limited Liability Partnership must end with the words 'Limited Liability Partnership' or the abbreviation 'LLP'.

Name Reservation

A Person may apply to the Registrar of Companies for the reservation of a name for a legal entity (or proposed legal entity). If the name is acceptable to the Registrar of Companies, the Registrar must reserve the name for 30 days. An application for the reservation of a name for a legal entity (or proposed legal entity) must be accompanied by the prescribed fee set out in the AIFC Legal Acts from time to time.

Articles of Association

Articles of Association are one of the constitutional documents of a company, which sets out the basic management, administrative structure and corporate governance of the company. It regulates the internal affairs of the company including the issue and transfer of shares, board and shareholder meetings, powers and duties of, borrowing powers and so on. It creates a contract between the company and each of its members in their capacity as members.

Members have complete freedom to choose which rules are to be included in the company's articles provided that the articles do not contain rules that are against AIFC Companies Regulations and AIFC Companies Rules.

On registration a company may adopt:

Option 1: Standard Articles in its entirety – copy of which can be downloaded from www.afsa.aifc.kz;

Option 2: Bespoke Articles.

If a Standard Articles are not adopted by a Company in its entirety, the Company must submit to the Registrar a statement that the Articles of Association comply with the requirements of AIFC Companies Regulations and AIFC Companies Rules.

Articles of Association must contain:

- a statement as to whether the Company is a Private Company or a Public Company;
- the proposed name of the Company;
- the nature of the business to be conducted by the proposed Company;
- the other matters (if any) required by AIFC Companies Regulations or the AIFC Companies Rules to be included in the Articles of Association of a Company.

The Articles of Association may contain any other matters that the Shareholders wish to include in the Articles of Association. However, the Articles of Association must not contain a provision that is inconsistent with AIFC Companies Regulations or AIFC Companies Rules.

Partnership Agreement

It is a Written agreement that records the matters agreed between the partners in relation to the internal workings of the partnership.

The partnership agreement must be:

- in the English language and must be divided into paragraphs numbered consecutively;
- a Written agreement between the partners about the affairs of the partnership and the conduct of its business, purpose or activity;
- binding on the initial partners and their assigns, and on subsequent partners and their assigns, in the same way as if they had all executed the agreement;
- the mutual rights and duties of Partnership and its members must be decided, subject to the terms of the partnership agreement;

To know more about the partnership agreement of each Partnership types please visit the [website](#).

Registered office address

A company must have at all times a registered office. It is the physical location to which all communications and notices may be addressed. Registered address must be located in the AIFC Territory in Astana city. The applicant should provide a copy of the lease agreement duly signed by all relevant parties. For details in obtaining space in the AIFC please contact: AIFC Business Connect Ltd., email: property@aifc.kz.

Authorised signatory

The registering legal entity must appoint a person authorised to act on behalf of the legal entity in matters related to its operation. This authority may be granted by issuing a resolution or a power of attorney, a copy of which must be submitted to the Registrar of Companies along with the application to register a legal entity. Signatories may act singly, jointly, severally or in any other manner specified by the company.

The following documents should be provided:

- Copy of passport (including Individual Identification Number for Kazakhstani nationals);
- Copy of Kazakhstani Visa or Entry Stamp in Kazakhstan (if applicable);
- Copy of Kazakhstani ID (mandatory for Kazakhstani nationals).

Directors

The first directors of a Company must be elected by the Incorporators. A Private Company must have at least one director, while a Public Company must have at least two directors.

Qualifications of Director

Members can appoint anyone as directors who will run the company on their behalf. The only restrictions that prevent anyone from becoming a director are:

- Must not be under 18 years of age;
- Must not have been disqualified from acting as a director;

- Must not be an undischarged bankrupt.

A Director of a Company must:

- act in accordance with the Constitutional Documents; and
- only exercise the powers of a Director for the purposes for which the powers have been given.

Particulars of directors, services address and residential address must be provided in application.

Chief Executive Officer

Chief Executive Officer means the chief executive officer of the Company, who is a natural person and has an Individual Identification Number, appointed by the Shareholders or Directors.

The Chief Executive Officer shall have the broadest powers to act in all circumstances in the name of the Company, within the limits of the corporate objects and subject to powers expressly reserved by law for Shareholders' meetings and the Directors. He shall represent the Company in its dealings with third parties.

Company Secretary

A Company Secretary is an officer appointed by the directors of a Company as responsible for ensuring that Company's corporate administration obligations under the AIFC Legal Acts are complied with. Formal duties may include calling meetings, recording minutes of the meetings, keeping statutory record books, proper payment of dividend and interest payments, and proper drafting and execution of agreements, contracts, and resolutions.

A Private Company is not required to have a company secretary while a public company must have a company secretary. It is the duty of the directors of a Public Company to take all reasonable steps to ensure that the secretary (or each joint secretary) of the company is a person who appears to them to have the requisite knowledge and experience to discharge the functions of secretary of the company.

Particulars of secretaries and services address must be provided in the application form.

Beneficial Owner

To understand the ownership and controls structure of the entity, each shareholder/partner who is a body corporate are required to provide details of its beneficial owner who holds more than 25% of shares /ownership. For individual shareholders/partners, details such as the name, date of birth and residential address should be provided along with a copy of passport. If the shareholder/partner is publicly listed company, details of an ultimate beneficial owner is not required.

For further details, please refer to the [AIFC Guidance on Ultimate Beneficial Owner](#).

Resolution

The application for incorporation should be accompanied by a copy of resolution signed by each of the shareholders/partners of the proposed legal entity. In the case where a shareholder/partner is a body corporate by its board of directors may passed a similar resolution. A copy of document evidencing such authority of act or represent the company should also be provided. The resolution should approve, *inter alia*, the following (copy of a resolution template is available on the AIFC website):

- Incorporation of an AIFC entity;
- Appointment of person authorized to execute all documents and to take all necessary and appropriate actions on behalf of the legal entity in relation to the incorporation of the AIFC entity;
- Appointment of person authorized to execute all documents and to take all necessary and appropriate actions on behalf of the legal entity following the incorporation of the AIFC entity;
- Appointment of Director(s);
- Appointment of Secretary(s) – if any;
- Adoption of Articles of Association/Partnership agreement.

In case a Foreign Company wants to conduct business in the AIFC, it may apply for registration as a Recognised Company or Recognised Partnership. For more details please refer to the AIFC Legal Acts.

Anti-Money Laundering

If your entity's business or profession falls under the following type, you are then required to complete the questionnaires in relation to Anti-Money Laundering section.

- Real estate developer or agency transacting in the buying/selling of real property;
- Dealer in precious metals or precious stones;
- Dealer of any saleable item of a price greater than or equal to US\$15,000;
- Company Service Provider:
 - acting as a formation agent of legal persons;
 - acting as, or arranging for another person to act as, a director or secretary of a company, a partner of a partnership, or a similar position in relation to other legal persons;
 - providing a registered office, business address, or accommodation, correspondence or administrative address for a company, a partnership, or any other legal person or arrangement;
 - acting as (or arranging for another person to act as) a trustee of an express trust or performing the equivalent function for another form of legal arrangement; or
 - acting as, or arranging for another person to act as, a nominee shareholder for another person.

Submission of Application

The application forms can be completed using our Online Registration Solution, which can be accessed by visiting website: www.digitalresident.kz or by sending fulfilled [forms](mailto:registration@afsa.kz) to registration@afsa.kz.

Fees

Below is the fees schedule for registering a legal entity in the AIFC:

- Public Company/Private Company - 300 USD;
- General Partnership/Limited Partnership/Limited Liability Partnership - 300 USD.

Payment

Payment to the Registrar of Companies can be made through the registration on the website digitalresident.kz or by requesting the Office of the Registrar of Companies at registration@afsa.kz to issue a payment invoice.

Approval Process

All documents submitted to the Registrar of Companies are subject to checks. If the application is in order, a Certificate of Incorporation/Recognition will be issued to the legal entity.

Certificate of Incorporation/Recognition

Certificate of Incorporation/Recognition is a conclusive evidence that the requirements of the AIFC Companies Regulations or other Regulations dependent on organizational legal form as to registration have been complied with and that the legal entity is duly registered under the AIFC Legal Acts.

The Certificate must state the name and registered number of the legal entity, the date of its incorporation and the type of the legal and must be signed by the Registrar of Companies.

The effects of legal entity registration

The registration of a legal entity has the following effects as from the date of incorporation. On the date of incorporation mentioned in the certificate of incorporation:

- the incorporators of the legal entity become the shareholders/partners/founding members of the legal entity; and
- the legal entity, having the name contained in the certificate of incorporation, becomes a body corporate, capable of exercising all the functions of an incorporated legal entity.

What's next?

Once the legal entity is registered, it may commence its business and its directors are bound to adhere to the requirements prescribed by the AIFC relevant regulations and enabling rules.

The AIFC Participants are required to file certain documents (including but not limited to annual accounts and annual returns). They must also inform the Registrar of Companies about any changes, such as the appointment or resignation of directors or a change to the legal entity's registered office, etc. For more information, you may contact AIFC Business Connect Ltd.

Disclaimer

This Guidance provides answers to many frequently asked questions and provides information on completing the application to register a legal entity. This is only a guide and should be read together with the relevant AIFC legislation. The Guidance only refers to the procedures that need to be completed in relation to the Registrar of Companies. It does not cover other requirements as set out in the relevant legislation (which includes contact with the court and other internal obligations that a company will need to carry out).

Further advice from a specialist professional may be required.

For more information, you may contact AIFC Business Connect Ltd.:

Email: bcsc@aicf.kz

Address: 55/17, Mangilik Yel Ave, block C3.2, Astana.